

RECORDATION NO. 26253 FILED

MAR 21 '06 1-24 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 21, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 2 to Full Service Master Lease Agreement, dated as of June 30, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

Lessee: Unimin Corporation
258 Elm Street
New Canaan, Connecticut 06840

Mr. Vernon A. Williams
March 21, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

6 railcars: MWCX 000309 - MWCX 000314.

A short summary of the document to appear in the index is:

Memorandum of Schedule No. 2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

UNIMIN CORPORATION

as Lessee

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

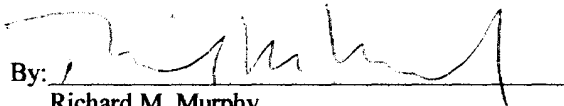
THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of June 30, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and UNIMIN CORPORATION, a Connecticut ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated June 30, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of May 14, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

Lessor

By: 

Richard M. Murphy
President & CEO

UNIMIN CORPORATION

By: 

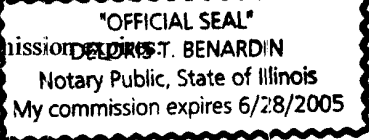
Name: Louis R. Mastandrea
Title: Vice President/Distribution

STATE OF Illinois, ^{County} CITY OF Madison, TO WIT:

On this 13 day of July, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on July 13, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission



D. Benard
Notary Public

STATE OF Connecticut, CITY OF New Canaan, TO WIT:

On this 8th day of July, 2004 before me appeared, Louis R. Mastandrea, to me personally known, who being by me duly sworn, says that he is a Vice President, of UNIMIN CORPORATION, a Connecticut Corporation, that said instrument was signed and sealed on July 8, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

Brenda L. Choyce
Notary Public

BRENDA L. CHOYCE
NOTARY PUBLIC

MY COMMISSION EXPIRES MAR 31, 2006

DESCRIPTION OF RAILCARS

Six (6) 100-ton railcars with the reporting following marks:

MWCX 000309 – 000314, inclusive